

RECORDATION NO. 12249-M FILED

JAN 31 '01 10-45 AM
75
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 30, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Bill of Sale and Partial Release, dated July 5, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust 5) which as previously filed with the Commission under Recordation Number 12249.

The names and addresses of the parties to the enclosed document are:

Lessor: State Street Bank and Trust Company
of Connecticut, N.A.
225 Franklin Street
Boston, Massachusetts 01210

Investor/Vendor: Connecticut General Life
Insurance Company
c/o CIGNA Investments, Inc.
Hartford, Connecticut 06152

A description of the railroad equipment covered by the enclosed document is

one (1) railcar GATX 300787

Mr. Vernon Williams
January 30, 2001
Page Two

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release between State Street Bank and Trust Company, Lessor, and Connecticut General Life Insurance Company, Investor/Vendor, deleting railcar GATX 300787 from the Lease and Conditional Sale Agreement.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 12249-M FILED

JAN 3 1 '01 10-45 AM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 5, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 5) dated as of September 15, 1980 (the "Lease") between the Lessor and GATX Rail Corporation name changed from General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 300787 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Connecticut General Life Insurance Company, as Investor/Vendor (the "Investor/Vendor") under a Conditional Sale Agreement (GATC Trust 5) dated as of September 15, 1980 (the "Investor/Vendor") between the Lessor and the Investor/Vendor, hereby terminates, releases and discharges its security interest in the Unit under a Conditional Sale Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: July 5, 2000

State Street Bank and Trust
Company, not in its individual
capacity, but solely as Lessor

By: *[Signature]*
Title: ASSISTANT VICE PRESIDENT

Connecticut General Life
Insurance Company, as
Investor/Vendor

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 5, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 5) dated as of September 15, 1980 (the "Lease") between the Lessor and GATX Rail Corporation name changed from General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 300787 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Connecticut General Life Insurance Company, as Investor/Vendor (the "Investor/Vendor") under a Conditional Sale Agreement (GATC Trust 5) dated as of September 15, 1980 (the "Investor/Vendor") between the Lessor and the Investor/Vendor, hereby terminates, releases and discharges its security interest in the Unit under a Conditional Sale Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: July 5, 2000

State Street Bank and Trust
Company, not in its individual
capacity, but solely as Lessor

By: _____
Title: _____

Connecticut General Life
Insurance Company, as
Investor/Vendor

By: Debra J. Height
Title: _____

DEBRA J. HEIGHT
MANAGING DIRECTOR

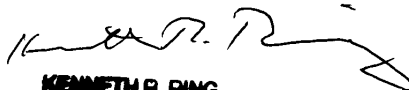
State of Suffolk)
) SS
County of Massachusetts)

On this 17 day of January, 2000, before me personally appeared Julie A. Balema, to me personally known, who being by me duly sworn, say that he/she Assistant Vice President of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:


KENNETH R. RING
Notary Public
My Commission Expires July 12, 2002

State of Connecticut)
) SS
County of Hartford)

On this _____ day of _____, 2000, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ CIGNA Investments, Inc., the authorized agent of Connecticut General Life Insurance Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Suffolk)
) SS
County of Massachusetts)

On this _____ day of _____, 2000, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Connecticut)
) SS
County of Hartford)

On this 11 day of January, 2000¹, before me personally appeared Debra J. Hight, to me personally known, who being by me duly sworn, say that he/she is Managing Director CIGNA Investments, Inc., the authorized agent of Connecticut General Life Insurance Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary F. Murray

Notary Public

[Notarial Seal]

My commission expires:

MARY F. MURRAY
NOTARY PUBLIC
MY COMMISSION EXPIRES JUNE 30, 2004